

**GENERAL OPERATING BY-LAW FOR The
NEWFOUNDLAND AND LABRADOR CHAPTER OF
THE CANADIAN CONDOMINIUM INSTITUTE**

BY-LAW NO. 1

WHEREAS the Chapter wishes to adopt a general by-law that is in conformity with the national by-laws of the Canadian Condominium Institute for the proper and orderly operation and management of the Chapter:

THEREFORE BE IT RESOLVED as the operating By-law of the Chapter as follows:

SECTION ONE - INTERPRETATION

- 1.01 Definitions
- 1.02 Number and Gender

SECTION TWO - BUSINESS OF THE CHAPTER

- 2.01 Head Office
- 2.02 Financial Year
- 2.03 Banking Arrangements
- 2.04 Execution of Instruments

SECTION THREE - DIRECTORS

- 3.01 Number of Directors and Quorum
- 3.02 Qualifications
- 3.03 Election and Term
- 3.04 Removal of Directors
- 3.05 Vacation of Office
- 3.06 Vacancies
- 3.07 Calling of Meetings
- 3.08 Notice
- 3.09 Regular Meetings
- 3.10 Place of Meeting
- 3.11 Teleconference Meetings
- 3.12 Chair
- 3.13 Votes to Govern
- 3.14 Remuneration
- 3.15 Declaration of Interest

SECTION FOUR – OFFICERS

- 4.01 Election of President
- 4.02 Appointment of Other Officers
- 4.03 Term of Office
- 4.04 President
- 4.05 Vice-President
- 4.06 General Manager
- 4.07 Secretary
- 4.08 Treasurer
- 4.09 Other Officers
- 4.10 Standard of Care
- 4.11 Indemnities of Directors, Officers and Others
- 4.12 Insurance for Directors and Officers
- 4.13 Variation of Powers and Duties

SECTION FIVE – COMMITTEES

- 5.01 Advisory Committees

SECTION SIX – MEMBERS

- 6.01 Classes of Membership
- 6.02 Conditions of General Membership
- 6.03 Non-Transferability
- 6.04 Professional Associate

SECTION SEVEN – MEETINGS OF MEMBERS

- 7.01 Annual Meetings
- 7.02 Special Meetings
- 7.03 Place of Meetings
- 7.04 Notice of Meetings
- 7.05 Meetings Without Notice
- 7.06 Chair, Secretary and Scrutineers
- 7.07 Persons Entitled to be Present
- 7.08 Quorum
- 7.09 Right to Vote
- 7.10 Proxies
- 7.11 Votes to Govern
- 7.12 Show of Hands
- 7.13 Polls
- 7.14 Casting Vote
- 7.15 Adjournment
- 7.16 Conduct of Meetings and Rules of Order

(iii)

SECTION EIGHT - MISCELLANEOUS PROVISIONS

- 8.01 By-laws
- 8.02 Accountants
- 8.03 Rules and Regulations
- 8.04 National Bylaws

SECTION NINE - EFFECTIVE DATE

- 9.01 Effective Date

SECTION ONE – INTERPRETATION

1.01 Definitions

In this by-law and all other by-laws and special resolutions of the Chapter unless the context otherwise requires:

1. "Act" means the *Canada Business Corporations Act Chapter C-144*, and any Act that may be substituted therefor, as from time to time as amended;
2. "Board" means the Board of Directors of the Chapter and "director" means a member of the Board;
3. "By-laws" means this by-law and all other by-laws of the Chapter from time to time in force and effect;
4. "CCI" means the Canadian Condominium Institute;
5. "Chapter" means the Newfoundland and Labrador Chapter duly authorized and formed under the CCI National Chapter in accordance with the national by-laws.
6. "meeting of members" includes an annual meeting of members and a special meeting of members.

1.02 Number and Gender

Words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and neuter genders; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.

SECTION TWO - BUSINESS OF THE CHAPTER

2.01 Head Office

The head office of the Chapter shall be in the City of St. John's, in the Province of Newfoundland, and at such place therein as the directors may from time to time determine by resolution.

2.02 Financial Year

The financial year of the Chapter shall end on the 30th day of June, or such other date as the Board of Directors may by resolution determine.

2.03 Banking Arrangements

The banking business of the Chapter shall be transacted with such banks, trust companies or persons as may from time to time be designated by or under the authority

of the CCI National Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the CCI-National Board may from time to time prescribe or authorize.

2.04 Execution of Instruments

The Board may from time to time direct by resolution the person or persons who may sign on behalf of the Chapter deeds, transfers, assignments, contracts, obligations and other instruments in writing generally or to sign specific deeds, transfers, assignments, contracts, obligations and other instruments in writing, and instruments in writing so signed shall be binding upon the Chapter without any further authorization for formality.

SECTION THREE – DIRECTORS

3.01 Number of Directors and Quorum

The affairs of the Chapter shall be managed by its Board of Directors. Until changed in accordance with the Act, the number of directors shall consist of not less than five (5) but not more than seven (7) directors of whom a majority number shall constitute quorum.

3.02 Qualifications

No person shall be qualified to be a director unless:

- a. they are nineteen or more years of age;
- b. are mentally competent; and
- c. at the time of their election and throughout their term of office are a member of the Chapter provided a person who is not a member of the Chapter may be a director if they are otherwise qualified and they become a member of the Chapter within fifteen days after their election, subject to the provisions of the Act.

3.03 Election and Term

At the first annual meeting, one of the directors shall be elected for a term of one year or until the next annual meeting (which ever occurs first), two of the directors shall be elected for a term of two years or until the second annual meeting thereafter (whichever occurs first) and two of the directors shall be elected for a term of three years or until the third annual meeting (whichever occurs first). The directors of the Chapter shall be elected, in rotation, for a term of three, (3) years, and upon the expiration of their respective term of office shall retire, but shall be eligible for re-election. The election shall be by ordinary resolution. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected. If, at any meeting, directors are elected to fill terms of varying length, the director receiving

the greatest number of votes shall serve for the longer term. If the number of Directors is more than five (5), the terms of the two additional members shall be one (1) and two (2) years respectively.

3.04 Removal of Directors

Subject to the provisions of the Act, the members may by resolution passed by at least two-thirds of the votes cast thereon at an annual or special meeting called for such purpose remove any director from office and the vacancy created by such removal may be filled at the same meeting by a majority vote of the members present in accordance with the terms of paragraph 3.06.

3.05 Vacation of Office

The office of a director shall be vacated upon the occurrence of any of the following events:

1. the director ceases to be qualified as provided in paragraph 3.03;
2. the director shall be removed from office by resolution of the members as provided in paragraph 3.05;
3. if by notice in writing to the Chapter the director resigns and such resignation, if not effective immediately, becomes effective in accordance with its terms; or
4. if the director is absent from either six (6) consecutive meetings of the board of directors or a majority of the meetings of the Board of Directors in any given fiscal year, provided that the absent director shall not have their office vacated if, in the opinion of the Board of Directors, there are special circumstances of a temporary nature which justify the director's absence; or
5. upon the director's death.

3.06 Vacancies

Vacancies on the board may be filled for the remainder of its term of office either by the members at a general meeting of members called for the purpose or by the board if the remaining directors constitute a quorum. If the number of directors is increased, a vacancy or vacancies on the board to the number of the authorized increase shall thereby be deemed to have occurred which may be filled in the manner above provided. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which the director's successor is elected.

3.07 Calling of Meetings

Meetings of the Board shall be called and held from time to time at such time and at such place as the Board, the president or any two directors may determine.

3.08 Notice

Notice of the time and place of every meeting so called shall be given to each director not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the

time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the directors are present or if those absent waive notice of or otherwise signify their consent to such meeting being held. A notice of meeting of directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified. Notice may be given by prepaid mail, publication in the Chapter's newsletter, posting it on the Chapter web site, by facsimile, electronic mail or any other electronic communication.

3.09 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the board fixing the place and time of regular meetings of the Board shall be sent to each director forthwith after being passed but no other notice shall be required for any such regular meeting.

3.10 Place of Meeting

Meetings of the Board shall be held at the head office of the Chapter or any place that the Board shall determine.

3.11 Teleconference Meetings

A meeting of directors may be held by teleconference or another form of communications system that allows the directors to participate concurrently, if a majority of the directors of the Chapter consent to the means used for holding the meeting.

3.12 Chair

The president or, in the president's absence, the vice-president shall be the chair of any meeting of the directors. If no such officer is present, then the directors shall choose one of their members to be chair.

3.13 Votes to Govern

At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the chair of the meeting shall be entitled to a second or casting vote.

3.14 Remuneration

The directors shall serve as such without remuneration but shall be entitled to be paid their traveling and other expenses properly incurred by them in respect of carrying out their duties and obligations including, but not limited to, all such costs incurred in respect of attending Board meetings, meetings of the members of the Chapter, meetings of the National Board of CCI or the National Annual General Meeting of CCI. Nothing herein contained shall preclude any director from serving the Chapter in any other capacity and receiving compensation therefor.

3.15 Declaration of Interest

It shall be the duty of every director of the Chapter who is in any way, whether directly or indirectly, interested in a contract or transaction which the Chapter is or is to be a party to declare such interest at a meeting of the directors of the Chapter and to refrain from voting in respect thereto and such director shall not in respect of such contract or transaction be counted in the quorum of the Board.

SECTION FOUR – OFFICERS

4.01 Election of President

At the first meeting of the Board held subsequent to the annual general meeting of the Chapter the board shall elect a president from among its members. In default of such election, the then incumbent, if a member of the board shall hold office until a successor is elected. A vacancy occurring from time to time in such office may be filled by the Board from among its members.

4.02 Appointment of Other Officers

From time to time the Board shall appoint a secretary and may appoint a vice-president, a treasurer and such other officers as the board may determine. The officers so appointed may but need not be directors and one person may hold more than one office, save that the president may not hold the office of secretary.

4.03 Term of Office

In the absence of written agreement to the contrary, the Board may remove at its discretion any officer of the Chapter.

4.04 President

The President shall:

- a. when present, preside at all meetings of the members of the Chapter and of the Board or Directors;
- b. be charged with the general management and supervision of the affairs and operations of the Chapter;
- c. together with the Secretary or other officer appointed by the board for that purpose, sign all by-laws and membership certificates.

4.05 Vice-President

The Vice-President shall:

- a. during the absence or disability of the president, perform the duties and exercise the powers of the president; and
- b. have such other powers and duties as the Board or the president may prescribe.

4.06 General Manager

The general manager, if one be appointed by the board, shall:

- a. have the general management and direction, subject to the authority of the board and the supervision of the president, of the Chapter's business and affairs; and
- b. have the power to appoint and remove any and all employees and agents of the Chapter not elected or appointed directly by the board and to settle the terms of their employment and remuneration.

The terms of employment and remuneration of the general manager and employees shall be settled from time to time by the board.

4.07 Secretary

The Secretary shall:

- a. attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose;
- b. shall give all notice required to be given to members and to directors;
- c. be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Chapter; and
- d. perform such other duties as may from time to time be determined by the Board of Directors.

4.08 Treasurer

The Treasurer, or person performing the usual duties of a Treasurer, shall:

- a. keep full and accurate accounts of all receipts and disbursements of the Chapter in proper books of account;
- b. deposit all moneys or other valuable effects in the name and to the credit of the Chapter in such chartered bank(s), trust company(s) or credit union(s) as may from time to time be designated by the board of directors;
- c. disburse the funds of the Chapter under the direction of the Board of Directors, taking proper vouchers therefor;
- d. render to the Board of Directors at the regular meetings thereof or whenever required by the Board or the Chapter's Accountant, an account of all transactions made as Treasurer, and of the financial position of the Chapter; and

- e. perform such other duties as may from time to time be determined by the Board of Directors.

4.09 Other Officers

The duties of all other officers of the Chapter shall be such as the terms of their engagement call for or the Board of Directors requires of them. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant unless the Board otherwise directs.

4.10 Standard of Care

Every director and officer of the Chapter in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interest of the Chapter and exercise the care, diligence and skill a reasonably prudent person would exercise in comparable circumstances.

4.11 Indemnities of Directors, Officers and Others

Every director or officer of the Chapter or other person who has undertaken or is about to undertake any liability on behalf of the Chapter or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Chapter, from and against:

- a. all costs, charges, and expenses whatsoever which such director, officer, or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against them or in respect of any act, deed, matter or thing whatsoever, made done or permitted by them in or about the execution of the duties of their office or in respect of any such liability; and
- b. all other costs, charges and expenses they incur in or about or in relation to the performance of their duties and obligations except such costs, charges or expenses incurred by reason of their own willful neglect.

4.12 Insurance for Directors and Officers

The Chapter shall purchase and maintain insurance for the benefit of the directors or officers of the Chapter, former directors or officers of the Chapter and their heirs and legal representatives against any liability incurred by them, in their capacity as a director or officer of the Chapter, except where the liability is related to their failure to act honestly and in good faith with a view to the best interest of the Chapter.

4.13 Variation of Powers and Duties

The Board may from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer.

SECTION FIVE – COMMITTEES

5.01 Advisory Committees

The Board of Directors may by resolution create one or more committees which may but need not include members of the Board. Unless otherwise provided, the president shall be a member ex officio of all committees. Committees created by the Board of Directors shall be given written reference by the Board. The Board shall appoint a chair for each committee who shall be responsible for managing and supervising the members of that committee. The chair shall at a meeting of the Board report as to the status of the committee's work.

SECTION SIX – MEMBERS

6.01 Classes of Membership

There shall be four classes of membership in the Chapter which are as follows:

- a. Condominium;
- b. Individual;
- c. Trades; and
- d. Professional.

6.02 Conditions of General Membership

The qualifications for membership in the Chapter are as follows:

1. condominium members shall be limited to any condominium corporation, of any type, registered in accordance with the laws of the Province of Newfoundland and Labrador;
2. individual memberships shall be limited to any owner or occupant of a condominium or other person, other than a person who would qualify as a professional or sponsor member, interested in furthering the objects of the Chapter;
3. trades memberships shall be limited to any corporation, partnership, sole proprietorship, government agency, investment firm, lending institution, insurance company, advertising company, law firm, management firm, engineering firm, development or construction firm or other business entity that is involved in the condominium industry, (other than one that would qualify for condominium or professional membership);
4. professional members are limited to persons who derive a portion of their income from serving the condominium industry and are in professions as designated by the National Board of Directors of CCI from time to time;
5. individual and professional members must be 19 years of age or older to apply for membership;

6. all members must complete an application for membership in such form as the Board of Directors shall prescribe from time to time; and
7. admission as a condominium, individual, professional or sponsor member must be approved by the Board of Directors which approval may be arbitrarily denied.

6.03 Non-Transferability

Memberships are not transferable.

6.04 Professional Associate

A professional member shall be entitled to seek accreditation as a Professional Associate of CCI in accordance with its by-laws and the policies, procedures and requirements as established from time to time by the National Board of Directors of CCI and if successful, to use the designatory letters "A.C.C.I."

SECTION SEVEN - MEETINGS OF MEMBERS

7.01 Annual Meetings

The annual meeting of the members shall be held at such time and on such day in each year as the Board may from time to time determine, for the purpose of receiving the reports and statements required by the Act to be placed before the annual meeting, electing directors, appointing accountants and fixing or authorizing the Board to fix their remuneration, and for the transaction of such other business as may properly be brought before the meeting.

7.02 Special Meetings

The Board shall have the power to call a special meeting of members at any time.

7.03 Place of Meetings

Meetings of members shall be held at the head office of the Chapter or elsewhere in the municipality in which the head office is situated or, if the Board shall so determine, at some other place in Newfoundland.

7.04 Notice of Meetings

Notice of the time and place of each meeting of members shall be given in the manner hereinafter provided not less than thirty (30) days before the day on which the meeting is to be held to each member listed in the records of the Chapter as of 4:00 p.m. on the day on which the notice is given. Notice of a special meeting of members shall state the general nature of the business to be transacted at it. The accountants of the Chapter are entitled to receive all notices and other communications relating to any meetings of the

members that any member is entitled to receive. Notice may be given by prepaid mail, publication in the Chapter's newsletter, posting it on the Chapter's web site, by facsimile, electronic mail or any other electronic communication.

7.05 Meetings Without Notice

A meeting of members may be held at any time and place without notice if all the members entitled to vote at it are present in person or represented by proxy, or if those not present or represented by proxy waive notice, consent to such meeting being held or who, within twenty-one (21) days of the holding of such meeting, do not object in writing to it having been held and at such meeting any business may be transacted which the Chapter at a meeting of members may transact.

7.06 Chair, Secretary and Scrutineers

The president or, in his absence, a vice-president who is a director of the Chapter shall be chair of any meeting of members. If no such officer is present within fifteen minutes from the time fixed for holding the meeting, the members present and entitled to vote shall choose one of their members to be the chair. If the secretary of the Chapter is absent, the chair shall appoint some person, who need not be a member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the chair with the consent of the meeting.

7.07 Persons Entitled to be Present

The only persons entitled to attend a meeting of members shall be those entitled to vote at it, the accountants of the Chapter and others who although not entitled to vote, are entitled or required under any provisions of the Act or the CCI National Letters Patent and Bylaws or the Chapter By-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

7.08 Quorum

A quorum for the transaction of business at any meeting of members shall be twenty-five (25%) percent of the members entitled to vote at the meeting, whether present in person or by proxy. If a quorum is not present at the meeting, the members present may adjourn the meeting to a fixed time and place. Notice of such adjourned meeting shall be given in compliance with paragraph 7.04 save and except that only 3 days notice of the meeting shall be required. A quorum for the transaction of business at such adjourned meeting shall be those members present in person or by proxy.

7.09 Right to Vote

At any meeting of members every member shall be entitled to vote who is at the time of meeting entered in the books of the Chapter as a paid up member. For all members other than Individuals, there their vote shall be cast by a single duly authorized representative.

7.10 Proxies

At any meeting of members, a proxy duly and sufficiently appointed by a member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing the proxy, the same voting rights that the member appointing the proxy would be entitled to exercise if present at the meeting. A proxy need not be a member. An instrument appointing a proxy shall be in writing and, if the appointee is a corporation, other than a condominium corporation, shall be subject to the Act. An instrument appointing a proxy shall be acted on only if prior to the time of voting, it is deposited with the secretary of the Chapter or of the meeting or as may be directed in the notice calling the meeting. Proxies received by the Chapter will be voted in accordance with the direction of a majority of the Board.

7.11 Votes to Govern

At any meeting of the members every question shall, unless otherwise required by the by-laws of the Chapter or by the Act, be determined by a majority of the votes duly cast on the question by those members present, in person or proxy, at the meeting.

7.12 Show of Hands

Any question, other than the election of directors, at a meeting of members shall be decided by a show of hands unless, after a show of hands, a poll is required or demanded by a member. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried, an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question. The election of directors shall be decided by private ballot unless the directors are acclaimed.

7.13 Polls

Prior to, or promptly after, a show of hands has been taken on any question, the chair may require or any member entitled to vote on the question may demand a poll thereon. If a poll is required or demanded it shall be taken in such manner as the chair shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll each member present in person or represented by proxy and entitled to vote shall have one vote and the result of the poll shall be the decision of the members upon the said question.

7.14 Casting Vote

In case of an equality of votes at any meeting of members either upon show of hands or upon a poll, the chair of the meeting shall be entitled to an additional or casting vote.

7.15 Adjournment

The chair at a meeting of members may with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

7.16 Conduct of Meetings and Rules of Order

Unless the Act or by-laws of the Chapter provide otherwise, any question as to the calling of the meeting; the right to vote at a meeting; the validity of proxies presented at the meeting; the method used to hold, or the validity of, a vote at a meeting; or the rules of order for a meeting; shall be determined by the chair. Any such decision so made by the chair shall be determined by the chair in his sole discretion and such decision shall be final and binding.

SECTION EIGHT - MISCELLANEOUS PROVISIONS

8.01 By-laws

By-laws of the Chapter may be enacted, repealed or amended by a by-law approved by a majority of the directors at a meeting of the Board and sanctioned by an affirmative vote of a majority of the members at a meeting duly called for the purpose of considering said by-law. Once approved by the Board, the by-law shall have full force and effect but only until the next annual meeting of the members of the Chapter at which it shall be confirmed, and in default of confirmation at such annual meeting of members, it shall cease to have any effect or force.

8.02 Accountants

The members shall at each annual meeting appoint an accountant to review the accounts of the Chapter to hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the accountant. The remuneration of the accountant shall be fixed by the Board of Directors.

8.03 Rules and Regulations

The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws or the by-laws of CCI- National, relating to the management and operation of the Chapter as they deem expedient, acting in the best interest of the Chapter.

8.04 National Bylaws

It is understood that all by-laws, rules and regulations of the Chapter must conform with those of CCI in order to be consistent with the purpose, aims and goals of the CCI-National. If at anytime, any provision of this by-law is or becomes inconsistent with

any provision of any by-law of CCI-National, then these bylaws are deemed to be amended to conform with the by-laws of CCI-National.

SECTION NINE - EFFECTIVE DATE**9.01 Effective Date**

This Bylaw shall come into force when passed by a majority of members of the Chapter.

9.02 Ratification

PASSED by a majority of members of the Newfoundland and Labrador Chapter of the Canadian Condominium Institute this **7th day of June, 2003**.

John Baker, Chairman
